

Law Department

RECORDATION NO. 6382-B FILED 125

DEC 15 1981 -9 55 AM

INTERSTATE COMMERCE COMMISSION



December 8, 1981

Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2200

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

NOV 15 1981  
Date DEC 15 1981  
Fee \$ 10.00  
ICC Washington, D. C.

Re: First Amendment to Conditional Sale Agreement

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 7, 8 and 9 (of 9) of First Amendment dated as of September 1, 1981, between Mercantile-Safe Deposit and Trust Company, P. O. Box 2258, Two Hopkins Plaza, Baltimore, Maryland 21203 (Vendor) and The Baltimore and Ohio Railroad Company, P. O. Box 6419, Cleveland, Ohio 44101 (Purchaser).

The equipment covered by this First Amendment consists of:

53 cabooses, bearing Purchaser's road numbers C3775-C3827, inclusive, AAR mechanical designation NE.

The enclosed First Amendment amends the Conditional Sale Agreement dated as of January 1, 1972, involving the Vendor and the Purchaser, that was recorded in the office of the Secretary of the Interstate Commerce Commission on January 20, 1972, at 1:55 p.m., and assigned recordation number 6382-A.

Also enclosed is a draft of The Baltimore and Ohio Railroad Company in the amount of \$10.00 representing the required recording fee.

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 U.S.C. § 11303 (formerly § 20c of the Interstate Commerce Act), as currently administered, you are hereby requested duly to file one of the enclosed counterparts for record in your office and to return the remaining two to me at my above address.

Very truly yours,

*Louis Recher*  
Louis Recher  
Attorney

LR/lk  
Enclosures



The Chessie System Railroads, a unit of CSX Corporation, are the Chesapeake and Ohio Railway, Baltimore and Ohio Railroad, Western Maryland Railway and affiliated lines.

DEC 15 1981 - 9:55 AM  
INTERSTATE COMMERCE COMMISSION

EXECUTED IN 9 COUNTERPARTS  
OF WHICH THIS IS NO. 8

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FIRST AMENDMENT

Dated as of September 1, 1981

Between

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

and

BALTIMORE AND OHIO RAILROAD COMPANY

---

SUPPLEMENTING

CONDITIONAL SALE AGREEMENT AND AGREEMENT AND ASSIGNMENT

Both Dated as of January 1, 1972

BETWEEN

INTERNATIONAL CAR COMPANY  
(Division of International RAMCO, Inc.)

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

---

FIRST AMENDMENT dated as of September 1, 1981, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (hereinafter called the Agent) under Finance Agreement dated as of January 1, 1972, and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called B&O).

W I T N E S S E T H :

WHEREAS, International RAMCO, Inc. (International Car Company Division), an Illinois corporation, as vendor, entered into a certain Conditional Sale Agreement dated as of January 1, 1972 (hereinafter called the Conditional Sale Agreement), with B&O, as vendee, covering 53 bay type cabooses, as set forth in Schedule B thereto (hereinafter called the Cabooses); and

WHEREAS, said vendor assigned its interest in the Conditional Sale Agreement to the Agent pursuant to a certain Agreement and Assignment dated as of January 1, 1972; and

WHEREAS, B&O now desires to effect a change of identifying road numbers of the 53 Cabooses as permitted in Article 7 of the Conditional Sale Agreement and in compliance with the provisions thereof, and the Agent hereby consents thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule B to the Conditional Sale Agreement is hereby amended by changing the road numbers of the 53 Cabooses as follows:

<u>OLD NUMBERS (Series)</u>	<u>NEW NUMBERS (Series)</u>
C-3775 - C-3827 (both inclusive)	903775 - 903827 (both inclusive)

(2) B&O at its expense will promptly cause this First Amendment to be filed with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

\* \* \* \* \*

IN WITNESS WHEREOF, the parties hereto have caused  
this First Amendment to be duly executed as of the date  
first above written.

[Corporate Seal]

Attest:

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, as Agent

*L. W. Goodmouth*  
(Title) ASST. CORPORATE TRUST OFFICER

By

*[Signature]*  
(Title) ASSISTANT VICE PRESIDENT

[Corporate Seal]

Attest:

THE BALTIMORE AND OHIO RAILROAD  
COMPANY

*[Signature]*  
Secretary

By

*L. C. [Signature]*  
Assistant Vice President  
and Treasurer

APPROVED AS TO FORM  
*[Signature]*  
ATTORNEY

STATE OF MARYLAND

CITY OF BALTIMORE

)  
) SS:  
)

On this *3rd* day of *December*, 1981, before me personally appeared R. E. Schreiber, to me personally known who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]


My Commission Expires: *7-1-82*

STATE OF OHIO

COUNTY OF CUYAHOGA

)  
) SS:  
)

On this *30TH* day of *NOVEMBER*, 1981, before me personally appeared L. C. ROIG, JR., to me personally known who, being by me duly sworn, says that he is Assistant Vice President and Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
CLARA MASUGA  
Notary Public  
Cuyahoga County, Ohio  
My Commission Expires  
April 21, 1984

[Notarial Seal]